

1 MR. CHIPMAN: Thank you.

2 (Pause in proceedings)

3 MR. CHIPMAN: Your Honor, the last objection today is
4 Item #23 on the Agenda. That's the Ninth Omnibus Objection to
5 Claims. It's an objection to reclassified claims. There was
6 one response filed by Northwest Fence Products. Basically
7 they're saying that they're entitled to a priority. They
8 provided material and installed a security fence pre-petition.
9 Your Honor, I've reviewed the claim, and I don't see any basis
10 for a priority under Section 507 of the Bankruptcy Code. And
11 that's why we're -- you know, we're not seeking to expunge the
12 claim. We're just seeking to reclassify it from a priority to
13 an unsecured claim. And if counsel for Northwest Fence
14 Products is here, I'll cede the podium to them.

15 THE COURT: Is there anyone here on behalf of
16 Northwest Fence Products? I don't have that right here in
17 front of me. Do they state the basis upon which they assert a
18 priority?

19 MR. CHIPMAN: Your Honor, they think that they should
20 be paid in full for supplying a fence pre-petition. And that's
21 basically the long and short of their response.

22 THE COURT: Was this a pro se filed claim, do you
23 remember?

24 MR. CHIPMAN: It appears to be. It's handwritten. I
25 can give Your Honor a copy. And I can give Your Honor a copy

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1 of the response. But basically it boiled down to, "We provided
2 the fence and the materials at the Debtor's request, and we
3 should be paid in full."

4 THE COURT: All right. Based upon the representation
5 of counsel it appears to me this is an unsecured claim and not
6 a priority claim. I'm not aware of any priority category in
7 which that kind of a claim would fit. Therefore, it's ordered
8 granting the motion to reclassify.

9 MR. CHIPMAN: Thank you, Your Honor. May I approach?

10 THE COURT: Please.

11 (Pause in proceedings)

12 THE COURT: I've signed the Order.

13 MR. CHIPMAN: Your Honor, that's all I have. I'll
14 turn the podium back over to Karol Denniston.

15 MS. DENNISTON: Your Honor, the last Agenda item is
16 the status conference on the confirmation hearing. I think Mr.
17 Austin has given the Court a preview that the Debtor is
18 presently circulating a proposed scheduling order, and we'd
19 like to be able to submit that order for entry once we've
20 completed circulation and received all the comments. Did you
21 have anything else to add?

22 THE COURT: Does this contemplate all discovery being
23 completed in advance of the August 25th hearing?

24 MR. AUSTIN: Yes, it does, Your Honor. Let me put
25 that in the context. This concept of doing a scheduling order

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1 has really come about based on discussions counsel for the
2 Debtors had with counsel for Wilmington Trust, Harbert, and the
3 counsel representing the equity holders of the Debtor, as well
4 as the fact that we've had a couple additional discovery
5 requests in connection with confirmation related issues. If
6 the Court could look at the general schedule, there are two
7 operative dates set based on the Court's approval of the --
8 excuse me -- the Disclosure Statement. There's the August 2nd
9 date, which is the date for voting and for Parties-In-Interest
10 to file an objection to confirmation, and there's obviously the
11 August 25 confirmation hearing date. Prior to the Court's
12 approval of the Disclosure Statement, the Debtor had received
13 extensive discovery requests from Harbert, Wilmington Trust,
14 and counsel for the equity holders. And in part those
15 discovery requests are somewhat continuing in nature, and we
16 have received on an informal basis additional supplemental
17 requests for information responsive to the existing discovery
18 requests from Wilmington Trust's counsel and from counsel for
19 the Equity Committee. And we've received indication that
20 Harbert would send some additional discovery requests as
21 relates to the issues which they'd already sent us a request
22 previously.

23 So the idea, Your Honor, is that yes indeed this
24 scheduling order would contemplate that there would be dates
25 certain by which A) we would have to respond, or any party

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1 would have to respond to existing discovery requests, although
2 at this point I think the only formal discovery request
3 outstanding is to the Debtor as opposed to us -- the Debtor
4 hasn't issued any. There would also be a date certain by which
5 new discovery requests would have to be served on the parties.
6 I think the key issue there, Your Honor, is that we are
7 proposing to shorten the time for responding to new discovery
8 requests to 14 days after receipt of that discovery request.
9 The scheduling order would contemplate a filing of expert
10 reports by a date certain, completion of fact deposition
11 witnesses by a date certain, and then completing expert
12 depositions by a date certain. It would also set a briefing
13 schedule where parties in opposition to confirmation would file
14 briefs, and that the Debtor would file its brief in support of
15 confirmation, all of this being done well in advance of the
16 confirmation hearing so that not only do the parties know what
17 the issues will be at confirmation, but this Court will have --
18 know those issues. And the last point that came up that we're
19 still playing around with a little bit, Your Honor, is date
20 certain for filing witness lists and exhibit lists with the
21 perspective that the exhibit list needs to have some
22 flexibility, that as projections and stuff may be updated based
23 on newly available financial information one is able to get
24 that information out to all of the other Parties-In-Interest,
25 and they'd have an opportunity to evaluate it.

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1 So that is what the scheduling order would contemplate
2 doing, Your Honor. As I said, at this point we have circulate
3 drafts of that proposed scheduling order to counsel for
4 Harbert, Wilmington Trust, counsel for the Equity Committee,
5 Magten, Creditor's Committee, U.S. Trustee, counsel for the
6 Montana Public Service Commission, and the Montana Consumer
7 Counsel, because those at least have been parties that have
8 been so far very active in the case. We also circulated,
9 excuse me, to counsel for Richard Hylland, which we are going
10 to combine this in connection with the 2004 Order. So the
11 idea, Your Honor, was one that a number of the counsel for the
12 parties said this might be a good idea. We wanted to bring the
13 concept to the Court's attention this afternoon, because what
14 we would like to do is to go away, see if we can finalize such
15 an Order, and then to present this type of Order on
16 certification from counsel later this week.

17 THE COURT: Anybody else wish to be heard in
18 connection with Mr. Austin's suggestion?

19 MR. BURNETT: Your Honor, William Burnett, Blank, Rome
20 on behalf of Magten. We've been involved in that process
21 trying to negotiate the scheduling order with counsel to
22 Northwestern. And I guess we have a couple concerns. One is
23 that the Magten litigation in our view is, you know, certainly
24 Plan -- you know, may be Plan dispositive. And our concern
25 with the current drafts at this time is that it gives the

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1 Debtor a fair amount of back-end time. And there's some
2 specific deadlines, at least in the current draft, that we have
3 problems with, that we think are too early and may cut off our
4 rights to discovery and depositions, et cetera. The other
5 concerns that we have are that if for whatever reason the
6 confirmation does not go forward on August 25th, for whatever
7 reason, I think some of these deadlines would need to be
8 reopened. And I guess ultimately since we're -- this is a
9 fluid process, I'm not asking this Court to make decisions on
10 these issues. I guess the concern is that if Magten has
11 particular issues with the final version of the scheduling
12 order, that it either be given some type of opt out or some
13 type of ability to come back and address their issues with the
14 Court, because there's no motion, and it's hard to say how it
15 should really be binding if there are objections.

16 THE COURT: Well, Mr. Austin said he was going to
17 submit it under certification of counsel, which presumably
18 means that --

19 MR. BURNETT: If well agree, then that's --

20 THE COURT: -- everybody agrees --

21 MR. BURNETT: -- that's fine, Your Honor.

22 THE COURT: -- that's fine. And if certification of
23 counsel says there's somebody who doesn't agree --

24 MR. AUSTIN: If someone doesn't agree, Your Honor, we
25 will certainly certify they don't agree, and advise the Court

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1 of what their issues are.

2 THE COURT: And then we can always -- that's why we
3 have telephones. We can have a quick telephone conference
4 about that, and figure out how to resolve it.

5 MR. BURNETT: That's fine, Your Honor.

6 THE COURT: This raises a question in connection with
7 the Magten litigation that got a little off track maybe because
8 it got sent off to Judge Lindsay. And now Greenberg, Traurig
9 is handing that litigation, and not Paul, Hastings. Is it the
10 contemplation of the parties to try to be on the same schedule?
11 Or is that litigation simply too big for that?

12 MR. AUSTIN: It is certainly the Debtor's perspective,
13 Your Honor, that the issues raised by Magten, while we
14 recognize Magten would take the position that it is case
15 dispositive, our analysis is, and our perspective is -- and
16 I'll let Chipman chime in -- that we can still proceed, the
17 Debtor can still proceed with confirmation irrespective of the
18 pending litigation, and whether that litigation's been
19 resolved, because Magten as it relates to the Montana quips --
20 the Montana quips in and of themselves represents only
21 \$65,000,000 of claims, which based on the pleadings which we
22 have received from Magten, Magten earns only a third -- a
23 little over a third of that \$65,000,000, so that the universe
24 of claims that we're dealing with that may well fall under
25 disputed basis which we may have to make some allocation for as

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1 it relates to the confirmation is either 65 at the maximum end,
2 or a third of that 65, which is roughly \$22,000,000 or so.

3 THE COURT: The number's a little bigger for McGreevy.

4 MR. AUSTIN: The numbers are certainly bigger for
5 McGreevy. And I would say, Your Honor, we -- that is something
6 that we're going to be trying to address over the next couple
7 weeks.

8 THE COURT: And there was this other open issue that
9 we discussed I believe in Phoenix, which is the extent to which
10 -- whether or not those cases are cases that would only in
11 effect unwind the transaction for that particular Claimant, as
12 opposed to generally unwinding that transaction for anybody who
13 was in those classes, or any Creditors of Clark Fork.

14 MR. AUSTIN: And the Debtor certainly takes the
15 position that the nature of the claims as it relates to this,
16 we recognize that certainly believe Magten takes a different
17 position based on the type of claim which I can tell they filed
18 against Paul, Hastings in Montana is that we certainly take the
19 position that Creditors such as Magten that brought their
20 claims post transaction on the eve of bankruptcy, and not bring
21 derivative type claims, they bring claims solely on their own
22 behalf, and that it's only the nature of their individual
23 claims that ultimately will be at issue.

24 THE COURT: I understand that. It's just it simply is
25 an issue that somehow or another needs to be brought to bubble

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1 to the surface and resolved, because that could have a direct
2 impact upon whether or not it's Plan dispositive or not Plan
3 dispositive.

4 MR. AUSTIN: We recognize that, Your Honor.

5 THE COURT: All right. Anything else?

6 MR. AUSTIN: I think that concludes the calendar
7 today, Your Honor. And we certainly appreciate your time.

8 THE COURT: All right. Well this is Monday. And so
9 I'm here the rest of the week if you need me to deal with
10 anything in this case, until Friday morning. I'll leave on
11 Friday morning.

12 MR. AUSTIN: Thank you, Your Honor.

13 THE COURT: Thank you.

14 (Court adjourned)

15

16 CERTIFICATION

17 I certify that the foregoing is a correct transcript from the
18 electronic sound recording of the proceedings in the above-
entitled matter.

19

20 *Leah P. ...*
Signature of Transcriber

7-1-04
Date

21

22

23

24

25

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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
NORTHWESTERN CORPORATION,)	Case No. 03-12872(CGC)
)	Related Docket Nos. 1623, 1624, 1625, 1632
Debtor.)	Hearing date: July 15, 2004 @ 10:30 a.m.
)	Objection deadline: July 15, 2004 @ 10:30 a.m.

**MOTION OF MAGTEN ASSET MANAGEMENT CORPORATION FOR LEAVE TO
FILE A REPLY IN SUPPORT OF ITS MOTION
TO DISQUALIFY PAUL, HASTINGS, JANOFSKY & WALKER LLP**

Magten Asset Management Corporation ("Magten"), hereby respectfully moves this Court for leave to file a reply, attached hereto as Ex A, (the "Reply") to the objections to Magten's Motion to Disqualify Paul Hastings Janofsky & Walker LLP ("Paul Hastings") as counsel to the Debtor (the "Motion"). In support of this request, Magten states as follows:

1. The Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware provide that reply papers shall not be filed unless permission is granted by the Court. *See* Del. Bankr. L.R. 9006-1(d).

2. Magten states that there is cause to allow it to file a Reply to the objections. In connection with Paul Hastings' objection, it filed the Affidavit of Jesse H. Austin, III In Connection with Paul, Hastings, Janofsky & Walker LLP's Employment as Attorneys For Debtor and Debtor-In-Possession, dated July 7, 2004 (the "July Affidavit"). The July Affidavit makes new disclosures with respect to Paul Hastings' representation of the Debtor and Clark Fork prior to the petition. Magten seeks to address these disclosures in its reply, in addition to other factual issues raised in the objections.

3. Further, Magten seeks to address the legal arguments made in the objections.

4. Magten submits that no delay or prejudice will result from granting leave to file the Reply, and that the filing of the Reply will assist the Court.

WHEREFORE, Magten requests that the Court grant Magten leave to file the Reply.

Dated: July 13, 2004

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**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: NORTHWESTERN CORPORATION, <div style="text-align: center;">Debtor.</div>)))))))	Chapter 11 Case No. 03-12872(CGC)
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**MAGTEN ASSET MANAGEMENT CORPORATION'S REPLY IN SUPPORT
OF ITS MOTION TO DISQUALIFY
PAUL, HASTINGS, JANOFSKY & WALKER LLP**

Magten Asset Management Corporation ("Magten"), by its undersigned counsel, hereby submits this Reply Memorandum in support of its Motion to Disqualify Paul, Hastings, Janofsky & Walker LLP ("Paul Hastings") (the "Motion") as counsel to the debtor-in-possession (the "Debtor").

I. Paul Hastings Attempts to Rewrite History

Unhappy with the existing facts in this proceeding, Paul Hastings, in its response, takes the unusual course of creating a different, more favorable, set of facts with which to oppose Magten's motion.

FIRST, unable to address its failure to disclose directly, Paul Hastings ignores the misleading representations contained in its initial disclosure statement (the "Initial Affidavit").¹ In the Initial Affidavit, Paul Hastings misrepresented that its only connection with Clark Fork was serving as its counsel in the McGreevey lawsuit, and that

¹ The Initial Affidavit is attached as Exhibit A. Its full name is Affidavit Of Jesse H. Austin III In Support Of Application To Employ And Retain Paul, Hastings, Janofsky & Walker LLP As Attorneys For Debtor And Debtor-In-Possession, dated September 2003.

that lawsuit had no relationship to work performed by Paul Hastings for the Debtor or Clark Fork. Nothing could be further from the truth.

The Initial Affidavit contains one paragraph disclosing Paul Hastings' representation of Clark Fork. It reads as follows:

Paul Hastings represents the Debtor and Clark Fork and Blackfoot, LLC, a wholly-owned subsidiary of the Debtor, in an action entitled McGreevey v. Montana Power Company, et al., (Case No. CV-03-01-BU-SHE) pending in United States District Court for the District of Montana which is related to facts and occurrences which arose prior to Paul Hastings' representing the Debtor with respect to the Corporate Matters.

Initial Affidavit, ¶ 18. "Corporate Matters" is defined, in part, as "assisting the Debtor in connection with the acquisition and disposition of assets" beginning in late 2001. *Id.* at ¶ 13. The Initial Affidavit's disclosure regarding Clark Fork is, therefore, deficient in several significant regards. Most importantly, the Initial Affidavit affirmatively omitted what Paul Hastings has only now admitted: that it represented Clark Fork in connection with the transaction at the heart of this bankruptcy proceeding. Also, Paul Hastings description of the McGreevey lawsuit, as only related to events occurring prior to Paul Hastings' assisting the Debtor to acquire and dispose of assets in 2001 and beyond, was false and misleading.

That description was false because the purchase of Clark Fork from the Montana Power Company and the ultimate disposition of its assets, in fact, constitute the central matters of contention in the McGreevey lawsuit. Indeed, at one point in the lawsuit, the McGreevey class claimants had enjoined Northwestern and Clark Fork from executing the going-flat transaction. That description was also false because Paul Hastings claimed that the McGreevey lawsuit concerned events occurring before Paul Hastings began its

representation in 2001. In its most recent affidavit (the "July Affidavit"[docket no. 1625]), Paul Hastings reveals that it began its representation of the Debtor in December, 1999 and its very first representation concerned "possible acquisitions by the Debtor, either directly or indirectly through wholly owned subsidiary corporations" resulting in the acquisition of Clark Fork. July Affidavit at ¶ 8. Read in the context of these disclosures, Paragraph 18 of the Initial Affidavit seems to have been deliberately designed to throw victims of the going-flat transaction off track.

SECOND. Paul Hastings alleges that Magten knew about the dual representation of the Debtor and Clark Fork "since the early months of the Debtor's Chapter 11 case." (July Affidavit, ¶ 15).² Again nothing could be further from the truth. As set forth by the affidavit of Tally Embry, principal of Magten, and the affidavits of Gary Kaplan and Bonnie Steingart, Magten's attorneys at Fried Frank Harris Shriver & Jacobson LLP ("Fried Frank"), Magten did not know the extent of Paul Hastings involvement until Paul Hastings disclosed it at the 11th Hour at the prodding of Magten. *See*, Exhibits B, C and D. The July Affidavit disingenuously relies upon a February 24, 2004 memo, prepared by Fried Frank, for its contention that Magten knew of Paul Hastings' dual representation. The full text of the paragraph dealing with Paul Hastings' conflict reads in its entirety:

In addition, it is our understanding that Paul, Hastings, Janofsky & Walker LLP ('Paul Hastings') acted as counsel to NWC [Northwestern] with respect to the transactions resulting in the fraudulent transfer. As a result, Paul Hastings will likely be a material witness in the fraudulent

² Paul Hastings seems to have some confusion as to what this phrase might mean. In its Memorandum of Law, Paul Hastings suggests that Magten knew as early as the Petition Date: "[Magten] waited for more than nine months after the filing." (Paul Hastings Mem. at 3). However, the July Affidavit traces Magten's alleged knowledge only back to February 2004. (July Affidavit at ¶15).

transfer action and will not be able to act for any parties in this dispute.³

Far from evidencing any knowledge of Paul Hastings' dual representation, this memo actually reveals that both Magten and its attorneys were laboring under the understanding that Paul Hastings represented only the Debtor. *See*, Exhibit C at ¶ 5 and Exhibit D at ¶ 5. After receiving this memo, Paul Hastings remained silent and refused to correct Magten's understanding.

THIRD, Paul Hastings diverges from reality by claiming that Clark Fork is currently solvent, and, therefore, not a Debtor with claims pending against Northwestern. (Paul Hastings Mem. at 9, 10, n.5). Again, nothing could be further from the truth. On September 14, 2003, Paul Hastings, acting on behalf of the Debtor, moved this court for an order approving, in part, the Debtor making payments of \$370,000 per month to Clark Fork "in the event that it is unable to pay its trade accounts arising out of its ordinary course of business or to pay any other costs and expenses . . . that arise in connection with the operation or maintenance of the Milltown Dam." *See*, Exhibit E, at ¶ 47. In fact, in that motion, Paul Hastings also explained that since January 1, 2003, Northwestern had been paying Clark Fork \$270,000 per month so that Clark Fork could operate its sole asset, the Dam, and pay its accounts in the ordinary course. *Id.* Regardless of Northwestern's tactical choice to keep Clark Fork out of this reorganization process, Clark Fork is in all respects insolvent.

³ While this memo was prepared for settlement purposes only, Magten will provide the full memo to the Court for *in camera* review at the Court's request.

II. Paul Hastings Attempts To Change The Law

Not satisfied with creating facts, Paul Hastings seeks to create new law, as the existing authority squarely prohibits its conduct.

FIRST, Paul Hastings argues that no one has standing to raise its conflict of interest before this tribunal. This statement is simply not the law. As a threshold matter, this argument evidences Paul Hastings' utter disregard for its affirmative duty to make full disclosure of all facts concerning its relationships with the Debtor and the Debtor's assets at the outset of this Bankruptcy, as well as on an ongoing basis. Moreover, any party in interest to a bankruptcy has standing to raise issues concerning the conduct and administration of the estate. *See, e.g., 11 U.S.C. § 1109; In re Mundo Custom Homes, Inc.*, 214 B.R. 356, 360 (Bankr.N.D.Ill. 1997) ("Under §327(a) any party in interest may object to the appointment of counsel."). Furthermore, not only Magten, but other parties to this bankruptcy, including the holders of QUIPS who held throughout and the McGreevey class, were injured by the going-flat transaction and Paul Hastings' non-disclosure.

SECOND, Paul Hastings argues that because Clark Fork's Board of Directors approved Paul Hastings' dual representation in connection with the going-flat transaction, Paul Hastings is now free to represent the interests of one party to that transaction against the other party's. Again, nothing could be further from the truth. As the Bankruptcy and Disciplinary Rules make clear, a law firm may not represent both parties to a transaction once that transaction comes under dispute. *See, Rule 1.7 of the Model Rules of Professional Conduct; see also, In re Tidewater Mem. Hosp., Inc.*, 110 B.R. 221, 228 (Bankr.E.D.Va. 1989) ("In bankruptcy, there is an inherent conflict in the representation

of both sides to an acquisition of the debtor's assets."). The Court should also note that the former officers of Clark Fork have moved to dismiss the claims pending against them on the grounds that Northwestern exercised near total control over them. *See*, Exhibit F. *See also*, In re Digex, Inc. S'holders Litig., 789 A.2d 1176, 1211 (Del. Ch. 2000)(finding that it was not reasonably likely that board of directors could satisfy the 'entire fairness' test regarding their waiver, where "intense pressure [was] placed on Digex by its corporate parent to get the WorldCom deal done as quickly as possible."); Charles W. Wolfram, *Modern Legal Ethics* (Practitioners Ed. 1986) ("Courts have been understandably reluctant to permit consent to cure a conflicting representation when the people who actually make the decision to consent are the same individuals whose interest are in conflict with the organization. Several shareholder-derivative cases have held that no consent would be availing in such cases.") (citing Messing v. FDI, Inc., 439 F. Supp. 776 (D.N.J. 1977); Cannon v. United States Acoustics Corp., 398 F. Supp. 209, 216 (N.D. Ill. 1975), modified 532 F.2d 1118 (7th Cir. 1976)).

THIRD, Paul Hastings argues that this disqualification motion should be rejected because the motion assumes the merits of the Adversary Proceeding. This is nonsense. Conflicts issues always arise at the outset of a dispute between contracting parties, before the merits are addressed. The conflict rules preclude a lawyer who has represented both sides in a transaction from making his own choices about whom to support when the interests of two clients fall into dispute. Thus, counsel to both buyer and seller on a contract cannot represent the buyer when the seller sues for breach just because it thinks that the buyer's case is more meritorious. This principle has special significance here in the bankruptcy context. Because Debtor's counsel holds conflicting loyalties regarding

the central assets of the reorganization process it may not represent the Debtor, regardless of the ultimate resolution of the claims asserted.

III. Paul Hastings Attempts To Persuade The Court That They Have Disclosed What They Have Attempted To Hide

Most egregiously, Paul Hastings (i) tries to persuade this Court that they have actually disclosed something which they have gone out of their way to hide, and (ii) fails to address or even recognize its affirmative duty to disclose at the outset and throughout these proceedings.

FIRST, Paul Hastings suggests that its dual representation of the Debtor and Clark Fork in the going-flat transaction was disclosed in the Initial Affidavit. However, as described above, Paul Hastings purported original disclosure actually obscured this fact. Not only did Paul Hastings not disclose the dual representation, Paul Hastings affirmatively mischaracterized its representation of Clark Fork by claiming that the issues in the McGreevey lawsuit concerned matters arising before Paul Hastings undertook its representation in late 2001. The Court and the creditors, including Magten, were entitled to rely on Paul Hastings disclosure as a complete and accurate description of Paul Hastings involvement.

SECOND, Paul Hastings' response to the correspondence sent by Storch Amini & Munves PC ("SAM") on March 30, 2004 and April 16, 2004 was also designed to shield the truth from exposure. In those letters, SAM specifically asked Paul Hastings to resign based upon their status as potential witnesses, not yet being aware of Paul Hastings' dual representation. *See*, Exhibits D and E to the Motion. However, because Paul Hastings seemed to be stonewalling instead of responding to those letters, *see*, Exhibit F to the Motion, suspicions were raised that the conflicts were more extensive

than SAM and Magten had thought them to be at the time. Thus, notwithstanding the direct questions about the propriety of Paul Hastings' representation, Paul Hastings affirmatively kept its dual role quiet.

THIRD, on June 2, 2004, Paul Hastings responded to the 328(c) papers filed by Magten, papers which had publicly questioned Paul Hastings' disinterestedness. Magten filed these papers at the beginning of May because counsel determined it was appropriate to present the question before the Court in light of Paul Hastings' stonewalling. In order to have the matter clearly addressed, counsel included in paragraph 8 the direct accusation that Paul Hastings had represented both sides. Based on Paul Hastings' conduct up to that point, counsel suspected that that was indeed the case. Instead of responding directly, Paul Hastings affirmatively withheld critical information from the Court and parties in interest.

FOURTH, throughout this Bankruptcy, Paul Hastings has taken it upon itself to argue against motions for adversary proceedings brought by Magten, the McGreevey class, and others. All of these hearings concerned assets transferred in the going-flat transaction. Yet, at none of them, did Paul Hastings reveal to the Court its dual representation in acquiring those assets for the Debtor from Clark Fork. At the very least, Paul Hastings had an obligation in each of these proceedings to disclose its role and recuse itself. By appearing and keeping silent each time, Paul Hastings affirmatively misled the Court.

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IV. Paul Hastings Argues That Notwithstanding Its Failures, The Court Should Exercise Its Discretion To Allow It To Continue To Represent The Debtor

Finally, Paul Hastings has the temerity to raise questions as to whether the Bankruptcy Court and the bankruptcy process permit it to profit from its intentional non-disclosure, delay and misleading statements. The answer is overwhelmingly no. See, In re BH&P, 949 F.2d 1300, 1317-1318 (3d Cir. 1991); In re Uniroyal Tech., Corp., No. 02-12471 (Bankr.D.Del. Oct. 16, 2002)(hearing transcript at 36-39)(Ex. G); *see also*, In re Glenn Electric Sales Corp., 99 B.R. 596 (D.N.J. 1988); In re Filene's Basement, Inc., 239 B.R. 845, 850 (Bankr. D.Mass. 1999); In re Tinley Plaza Assocs., L.P., 142 B.R. 272 (Bankr. N.D.Ill. 1992). It is beyond dispute that Paul Hastings had an affirmative obligation to voluntarily and fully disclose; instead, it waited until the 11th hour, when it was cornered. And, as discussed throughout, even when cornered, the disclosures made by Paul Hastings were still designed to mislead the Court. In light of its active efforts to mislead, Paul Hastings cannot plausibly argue that other parties in interest should have raised their concerns earlier.

Interestingly, Counsel for the Unsecured Creditors' Committee ("Committee Counsel") has submitted a brief, also claiming that Magten knew of Paul Hastings' dual representation in either April or January 2004. See, Comm. Obj. at 10-11. Committee Counsel's position is quite disturbing. To the extent, Committee Counsel learned of Paul Hastings' involvement earlier in the bankruptcy and failed to disclose it to either the Court or to the QUIPS Holders, it is complicit in the wrongdoing of Paul Hastings. Furthermore, to the extent Committee Counsel garnered this information during the period when Magten and Law Debenture Trust Company of New York were members of

the Creditors Committee, Committee Counsel may have violated its fiduciary duties by failing to apprise both the Court and the Committee of this information.

CONCLUSION

For the reasons stated above, Magten's motion to disqualify Paul Hastings as counsel to the Debtor should be granted.

Dated: July 13, 2004

SMITH KATZENSTEIN & FURLOW LLP

/s/ Kathleen M. Miller

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EXHIBIT A

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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	:	Chapter 11
	:	
NORTHWESTERN CORPORATION,	:	Case No. 03-12872 (PJW)
	:	
Debtor.	:	
	:	

**AFFIDAVIT OF JESSE H. AUSTIN III
IN SUPPORT OF APPLICATION TO EMPLOY AND RETAIN
PAUL, HASTINGS, JANOFSKY & WALKER LLP AS
ATTORNEYS FOR DEBTOR AND DEBTOR-IN-POSSESSION**

I, Jesse H. Austin III, being duly sworn, hereby depose and say as follows:

1. I am a member of the firm of Paul, Hastings, Janofsky & Walker LLP ("Paul Hastings" or the "Firm") which maintains offices for the practice of law at 600 Peachtree Street, Atlanta, Georgia 30308. I am admitted to the practice of law in Georgia, the United States District Court for the Northern and Southern Districts of Georgia and the Northern District of Texas, and the 11th Circuit United States Court of Appeals. This affidavit is submitted in support of the application (the "Application") of the debtor and debtor-in-possession (the "Debtor") in the above-captioned Chapter 11 case for the entry of an order, pursuant to §§ 327(a) and 328(a) of Title 11 of the United States Code (the "Bankruptcy Code"), authorizing the retention and employment of Paul Hasting as attorneys for the Debtor and to provide the disclosures required under § 329 of the Bankruptcy Code, Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and the rules of this Court. Unless otherwise stated in this affidavit, I have personal knowledge of the facts set forth herein.

DISINTERESTEDNESS

2. Based on the conflicts search conducted to date and described herein, to the best of my knowledge, neither Paul Hastings, nor any member of, associate or counsel to Paul Hastings, insofar as I have been able to ascertain, has any connection with the above-captioned Debtor, its creditors or any other parties-in-interest, and the United States Trustee or any person employed in the office of the United States Trustee, except as disclosed or as otherwise described herein.

3. To the best of my knowledge, information and belief, Paul Hastings is a “disinterested person,” as that term is defined in § 101(14) of the Bankruptcy Code, as modified by § 1107(b) of the Bankruptcy Code, in that Paul Hastings, its members, counsel and associates:

- a. are not creditors, equity security holders or insiders of the Debtor;
- b. are not and were not investment bankers for any outstanding security of the Debtor;
- c. have not been, within three years before the date of the filing of the Debtor’s Chapter 11 case, (i) investment bankers for a security of the Debtor, or (ii) an attorney for such an investment banker in connection with the offer, sale, or issuance of a security of the Debtor;
- d. are not and were not, within two years before the commencement of the above-captioned Chapter 11 case (the “Petition Date”), a director, officer, or employee of the Debtor or of any investment banker as specified in subparagraph (b) or (c) of this paragraph; and
- e. do not have an interest materially adverse to the interests of the Debtor’s estate or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with or interest in the Debtor as an investment banker referred to above or for any other reason.

4. I am not related, and, to the best of my knowledge, information and belief, no attorney at the Firm is related, to any United States Bankruptcy Judge in this District or to the United States Trustee for such district or any employee thereof.

5. Beginning in April 2003, the Debtor expanded Paul Hastings' then-existing engagement to advise it regarding strategic alternatives and financial restructuring and bankruptcy matters. Subsequently, on or about August 1, 2003, and even though no decision had been made at that time to seek relief under Title 11, the Debtor requested that Paul Hastings begin preparing initial motions, applications, and affidavits related to this Chapter 11 case. Paul Hastings represents and has represented the Debtor and certain of its affiliated non-debtor entities in other non-bankruptcy related matters, as described in further detail herein.

6. The Firm and certain of its members, counsel and associates may have in the past represented, may currently represent, and likely in the future will represent parties-in-interest of the Debtor in connection with matters unrelated to the Debtor and this Chapter 11 case.

7. Paul Hastings has conducted a computerized search of the relevant parties to the Debtor as identified by the Debtor, all as listed in Exhibits A(i) through A(xiii) annexed hereto. Such exhibits list the following entities:

- (i) Subsidiaries and affiliates (as defined in 11 U.S.C. § 101(2));
- (ii) Current directors and officers;
- (iii) Former directors and officers in the last two years;

- (iv) All unsecured creditors;
- (v) Shareholders and equity holders of the Debtor holding shares in excess of 5%;
- (vi) Parties to significant actual or known potential litigation;
- (vii) Secured lenders and lienholders;
- (viii) Significant professionals;
- (ix) Investment bankers for the Debtor during the last three years;
- (x) Parties to significant contracts and leases with the Debtor;
- (xi) Insurers;
- (xii) Indenture Trustees; and
- (xiii) Other significant relationships.

8. The computerized search involved a comparison of all of the relevant parties listed in Exhibits A(i) through A(xiii) against Paul Hastings' extensive master client database compiled from its conflicts clearance and billing records. This database contains names of the entities on behalf of which any attorney of the Firm has charged time. The database includes the name of each current or former client of the Firm, parties who are or were related or adverse to such current or former client, and the names of the Paul Hastings' attorneys who are or were responsible for current or former matters for such client.

9. In addition, an e-mail was sent to all attorneys of the Firm requesting that each recipient advise whether (i) any such individual or immediate family member holds

any claims against, or stock of, the Debtor, (ii) any such individuals were ever employed by the Debtor or an investment banker of the Debtor, or (iii) whether any relative of such individual (within the meaning of 11 U.S.C. § 101(45)) is an employee, officer or director of the Debtor. No positive responses were received from any attorneys at Paul Hastings with respect to the foregoing e-mail request.

10. The information listed on the annexed exhibits may have changed without Paul Hastings' knowledge and may change during the pendency of this Chapter 11 case. Paul Hastings will update this affidavit when necessary and when it becomes aware of material information. Although not relevant in concluding that Paul Hastings is "disinterested," in an abundance of caution, listed on Exhibit B annexed hereto are the results of Paul Hastings' conflicts searches of the above listed entities. Paul Hastings will not represent any of the parties listed on Exhibit B hereto in the Debtor's bankruptcy case.

11. To the best of my knowledge and information, the fees for each of the last twelve (12) months paid to Paul Hastings by each of the entities listed on the annexed Exhibits A(i) through A(xiii) did not exceed 2% of gross revenue of Paul Hastings, with the exceptions of Wells Fargo Bank N.A. and its affiliates and General Electric Company and its affiliates. The Firm does a significant amount of work for Wells Fargo Bank N.A. and its affiliates in financial services, litigation, real estate, tax and estate planning. With respect to General Electric Company and its affiliates, including General Electric Capital Corporation, the Firm provides a wide variety of legal services including financial services, debt restructuring, bankruptcy, corporate finance, litigation, employment law

and real estate. Paul Hastings will not represent such entities in any matters in the Debtor's Chapter 11 case.

12. The Debtor is contemplating entering into a debtor-in-possession financing facility (the "DIP Facility"), with Bank One, N.A. ("Bank One") as the DIP lender. Affiliates of Bank One are inactive clients of Paul Hastings. Paul Hastings presently has no active matters for Bank One or any of its affiliates. Bank One is being represented by Skadden, Arps, Slate, Meagher & Flom LLP in connection with the DIP Facility.

13. Certain transactional attorneys in Paul Hastings have represented the Debtor in corporate matters from late 2001 to the present, including assisting the Debtor in preparing offering documents in connection with certain debt and equity offering in 2002 and associated filings with the Securities & Exchange Commission ("SEC"), assisting the Debtor in the preparation of annual and quarterly SEC filings, assisting the Debtor in connection with the acquisition and disposition of assets and advising and counseling Debtor with respect to general corporate matters and the Sarbanes-Oxley Act of 2002 (collectively the "Corporate Matters").

14. Paul Hastings also represents NorthWestern Corporation in certain securities litigation including: (a) the consolidated securities class actions entitled In re NorthWestern Corporation Securities Litigation, filed in the federal District Court in South Dakota (Case No. 03-4049), and any related, subsequently filed actions; (b) the securities class actions originally filed in the Southern District of New York, including Laufer v. Lewis, et al. (Case No. 03-CV-3716) (now consolidated with In re

NorthWestern Corporation Securities Litigation, Case No. 03-4049 in the District of South Dakota), and Golman Family Trust v. NorthWestern Corporation, et al. (Case No. 03-CV-3223), as well as any related, subsequently filed actions; (c) the shareholder derivative actions filed in the federal District Court in South Dakota, consolidated as In re NorthWestern Corporation Derivative Litigation (Case No. 03-4091) as well as any related, subsequently filed actions; and (d) as local counsel, the securities class actions filed against CornerStone Propane Partners, L.P. ("Cornerstone") and other defendants in the federal District Court for the Northern District of California, and the shareholder derivative suits against CornerStone and other defendants in the Superior Court of California County of Santa Cruz, as well as any related, subsequently filed class actions or derivative actions (collectively the "Securities Litigation"). Prior to the commencement of this bankruptcy case, Paul Hastings also represented certain current and former officers of the Debtor ("Officers") in connection with the Securities Litigation. As of September 12, 2003, Paul Hastings ceased representation of the Officers and presently only represents NorthWestern Corporation.

15. Paul Hastings also represents NorthWestern Corporation in connection with an employment arbitration in Richard Hylland v. NorthWestern Corp., American Arbitration Association Case No. 65 166 0028503 (the "Hylland Arbitration").

16. The Corporate Matters may in the future be at issue in the Securities Litigation and/or the Hylland Arbitration and one or more Paul Hastings attorneys may be called as a witness in the Securities Litigation or the Hylland Arbitration. No Paul

Hastings attorneys involved in the Corporate Matters will represent the Debtor as an advocate in the Securities Litigation or the Hylland Arbitration.

17. Further, with respect to the Securities Litigation, one party has commented orally that it might add Paul Hastings as an additional defendant. Paul Hastings views this comment as merely a strategic tactic, and does not consider that any such claim would have merit.

18. Paul Hastings represents the Debtor and Clark Fork and Blackfoot, LLC, a wholly-owned subsidiary of the Debtor, in an action entitled McGreevey v. Montana Power Company, et al., (Case No. CV-03-01-BU-SHE) pending in United States District Court for the District of Montana which is related to facts and occurrences which arose prior to Paul Hastings' representing the Debtor with respect to the Corporate Matters.

19. Paul Hastings has represented Expanets, Inc., a wholly-owned fourth tier subsidiary of the Debtor, in connection with various corporate transactions. Expanets, Inc. currently owes Paul Hastings \$554,643.21, which is solely the obligation of Expanets, Inc.

20. Paul Hastings represents Cornerstone Propane Partners, L.P., Cornerstone Propane GP, Inc. and Cornerstone Propane, LP (collectively "Cornerstone") former affiliates of the Debtor, in an employment arbitration. Cornerstone is solely responsible for Paul Hastings' fees.

21. AON Risk Services, Inc. ("AON") is Paul Hastings' insurance broker for certain of Paul Hastings' insurance including its errors and omissions policy. AON Risk

Services of Minnesota and Financial Services, Inc. is listed on Exhibit A(xi) as one of the Debtor's insurers, and is an affiliate of AON.

22. Paul Hastings represented Gary Drook and members of his family on a pro bono basis in contributing stock of First Farmers Bank to the Quad County Medical Clinic, Inc., a charitable organization, to assist the Quad County Medical Clinic to build and establish a medical clinic to provide medical services to the Converse, Indiana area. Paul Hastings also worked with the Quad County Medical Clinic to identify potential sources of governmental funds to build and support the operations of the clinic. The representation has concluded.

23. Thomas Knapp, who is the Vice President and Deputy General Counsel of NorthWestern Corporation, was an employee of Paul Hastings as an of counsel attorney in 1996 and from 1999 through March 2002. Since March 2002, he has not been an employee of Paul Hastings.

24. Contemporaneously herewith, the Debtor has filed applications for the authority to employ certain other professionals, including other law firms. To the extent issues may rise which would cause the Debtor to be adverse to any of Paul Hastings' clients such that it would not be appropriate for Paul Hastings to represent the Debtor with respect to such matters, such firms or another law firm will be retained to represent the Debtor with respect to such matters.

25. In accordance with Bankruptcy Code § 327(a), I respectfully submit that none of the representations detailed above and in the exhibits annexed hereto are materially adverse to the interests of the estate or any class of creditors or equity security

holders and would preclude Paul Hastings' representation of the Debtor. Moreover, pursuant to § 327(c) of the Bankruptcy Code, Paul Hastings is not disqualified from acting as the Debtor's counsel merely because it represents creditors in unrelated matters.

26. Paul Hastings will periodically review its files during the pendency of this Chapter 11 case to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Paul Hastings will use reasonable efforts to identify such further developments and will promptly file a supplemental affidavit in accordance with Rule 2014(a) of the Bankruptcy Rules.

SCOPE OF SERVICES

27. The professional services that Paul Hastings will render to the Debtor may include, but shall not be limited to, the following:

- a. advise the Debtor with respect to its powers and duties as a debtor-in-possession in the continued management and operation of its businesses and properties;
- b. attend meetings and negotiate with representatives of creditors and other parties in interest;
- c. take all necessary action to protect and preserve the Debtor's estate, including prosecuting actions on the Debtor's behalf, defending any action commenced against the Debtor and representing the Debtor's interests in negotiations concerning all litigation in which the Debtor is involved, including, but not limited to, objections to claims filed against the estate;

- d. prepare on Debtor's behalf all motions, applications, answers, orders, reports, and papers necessary to the administration of the estate;
- e. negotiate and prepare on the Debtor's behalf a plan of reorganization, disclosure statement, and all related agreements and/or documents, and take any necessary action on behalf of the Debtor to obtain confirmation of such plan;
- f. represent the Debtor in connection with obtaining the DIP Facility and possibly exit financing;
- g. represent the Debtor in connection with any ongoing Securities Exchange Commission investigation;
- h. advise the Debtor in connection with any potential sale of assets;
- i. appear before this Court, any appellate courts and the United States Trustee and protect the interests of the Debtor's estate before those Courts and the United States Trustee;
- j. consult with the Debtor regarding regulatory matters with respect to its energy business and represent the Debtor in associated administrative proceedings;
- k. consult with the Debtor regarding tax matters; and
- l. perform all other necessary legal services and provide all other necessary legal advice to the Debtor in connection with the Chapter 11 case.

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PROFESSIONAL COMPENSATION

28. Over the last year, Paul Hastings has been paid approximately \$1,912,263.58 related to the restructuring and preparation of the Chapter 11 filing. Within ninety (90) days of the Petition Date, Paul Hastings received \$8,292,864.14 in payments¹ for all matters in which Paul Hastings represents the Debtor. Attached as Exhibit C is a summary of such payments detailing the billing period, billing date, payment date and amount received.

29. On September 12, 2003, Paul Hastings received a payment of \$475,000.00 (the "Payment") for posted and estimated professional fees and disbursements incurred for the period September 11, 2003 through the Petition Date (the "Estimated Pre-Petition Bill"). Prior to filing the Debtor's petition, Paul Hastings applied the Payment to the Estimated Pre-Petition Bill. Paul Hastings will promptly issue a final billing statement (the "Final Pre-Petition Bill") for actual fees and disbursements for the period covered by the Estimated Pre-Petition Bill once all fees and disbursements accrued prior to the filing have been finally posted. If the Payment is in excess of the Final Pre-Petition Bill, Paul Hastings will hold the excess as a retainer in contemplation of services to be rendered by Paul Hastings. Paul Hastings has also received an advance payment retainer of \$500,000.00 for its post-petition services and expenses to be rendered or incurred for, or on behalf of, the Debtor. Paul Hastings has not shared or agreed to share its compensation with any other entity. The information set forth in this paragraph

represents Paul Hastings' best estimates of its pre-petition charges and retainer amounts as of the date hereof.

FEE APPLICATIONS

30. The Firm intends to apply for compensation for professional services rendered in connection with this Chapter 11 case subject to approval of this Court and in compliance with applicable provisions of the Bankruptcy Code, the Local Rules, and orders of this Court, on an hourly basis, plus reimbursement of actual, necessary expenses and other charges that the Firm incurs. Paul Hastings will charge hourly rates to the Debtor that are consistent with the rates charged by Paul Hastings in bankruptcy and non-bankruptcy matters of this type. Subject to periodic adjustments to reflect economic and other conditions, Paul Hastings' hourly rates are:

Partners	\$395-710
Of Counsel	\$355-620
Associates	\$200-455
Paralegals/Clerks	\$55-215

31. The Firm's hourly rates are set at a level designed to fairly compensate the Firm for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned and may be adjusted by the Firm from time to time. It is the Firm's policy to charge its clients in all areas of practice for expenses incurred in connection with the clients' cases.

(...continued)

¹ This amount includes the \$500,000.00 retainer and the \$475,000.00 Payment, which are
(continued...)

The expenses charged to clients include, among other things, telephone and telecopier tolls, mail and express mail charges, special or hand delivery charges, photocopying charges, travel expenses, expenses for "working meals," computerized research and transcription costs, as well as non-ordinary overhead expenses such as secretarial overtime.

32. No promises have been received by either the Firm or any member, counsel or associate or other employee thereof as to compensation in connection with this Chapter 11 case other than in accordance with the provisions of the Bankruptcy Code. Paul Hastings has no agreement with any other entity to share with such entity any compensation received by the Firm in connection with this Chapter 11 case.

33. Paul Hastings further states pursuant to Bankruptcy Rule 2016(b) that it has not shared, nor agreed to share (a) any compensation it has received or may receive with another party or person, other than with the members, counsel and associates of Paul Hastings, or (b) any compensation another person or party has received or may receive.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

(...continued)

described in Paragraph 29.

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Executed this ____ day of September, 2003.

/s/ Jesse H. Austin

Jesse H. Austin III

Paul, Hastings, Janofsky & Walker LLP

600 Peachtree Street, N.W., Suite 2400

Atlanta, GA 30308

Telephone: (404) 815-2400

Facsimile: (404) 815-2424

Subscribed and sworn to before me
this ____ day of September 2003.

Notary Public

My Commission Expires:

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EXHIBIT A(i)

Debtor's Non-Debtor Subsidiaries and Affiliates
(as defined in 11 U.S.C. § 101(2))

1. Blue Dot Services Inc.
2. Canadian-Montana Pipe Line Company
3. Coast Energy Capital Corp.
4. Clark Fork and Blackfoot, L.L.C.
5. Colstrip Community Services Company
6. Discovery Energy Solutions, Inc.
7. Expanets, Inc.
8. Grant, Inc.
9. LNSI, Inc.
10. Montana Megawatts I, LLC
11. Montana Power Services Company
12. Nekota Resources, Inc.
13. NORCOM Advanced Technologies, Inc.
14. NorthWestern Capital Corporation
15. NorthWestern Capital Ventures, LLC
16. NorthWestern Energy Corporation
17. NorthWestern Energy Development, LLC
18. NorthWestern Energy Marketing, LLC
19. NorthWestern Generation I, LLC

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20. NorthWestern Growth Corporation
21. NorthWestern Montana First Megawatts, LLC
22. NorthWestern Networks, Inc.
23. NorthWestern Services Corporation
24. NorthWestern Services Group, Inc.
25. NorthWestern Systems, Inc.
26. Risk Partners Assurance, Ltd.
27. SYN Inc.

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EXHIBIT A(ii)

Current Directors and Officers

1. A. M. Harpell
2. Alan D. Dietrich
3. Bart Thielbar
4. Bobbi Schroepel
5. Bruce I. Smith
6. Christopher J. Younger
7. Christy Weiner
8. Daniel K. Newell
9. Daniel L. Rausch
10. David A. Monaghan
11. Dennis Lopach
12. Eric R. Jacobsen
13. Ernest J. Kindt
14. Frank Pronesti
15. G. Mark Mickelson
16. Gary G. Drook
17. Glen R. Herr

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18. Gregory Trandem
19. Jana Quam
20. Jerry W. Johnson
21. Jim Sengenberger
22. John C. Charters
23. John Cosgrove
24. John R. Van Camp
25. John Wiese
26. Larry F. Ness
27. Lawrence J. Ramaekers
28. Lonnie Clark
29. Marilyn R. Seymann
30. Mark D. Snider
31. Marty Hackett
32. Marty Snella
33. Maurice Worsfold
34. Michael DeVoe
35. Michael J. Hanson

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- 36. Michael J. Young
- 37. Michele M. Voecks
- 38. Mike Hanson
- 39. Mike Valente
- 40. Randy G. Darcy
- 41. Reggie Vegliante
- 42. Robert E. Kennedy
- 43. Theodore Ferrara
- 44. Timothy Atkinson
- 45. Vel Johnson
- 46. William A. Pascoe
- 47. William M. Austin*

* William M. Austin is not a relative of Jesse H. Austin III.

EXHIBIT A(iii)

Former Directors and Officers In Last 2 Years

1. John C. Charters
2. Kipp Orme
3. Kurt Whitesell
4. Lionel Nowell
5. Merle Lewis
6. Mike Childers
7. Paul Wyche
8. Richard Hylland
9. Trey Bradley

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EXHIBIT A(iv)

All Unsecured Creditors

This exhibit is presented separately because of its voluminous nature.

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EXHIBIT A(v)

Shareholders and Equity Holders

The Debtor has advised Paul Hastings that there are no persons known to the Debtor who own more than 5% of the outstanding shares of Common Stock.

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EXHIBIT A(vi)

Parties to Significant Actual or Known Potential Litigation

Plaintiffs

- 1) Alan Stevens
- 2) Arthur Laufer
- 3) Betty Stewart (Derivatively for NOR)
- 4) Caman Investments, Inc.
- 5) Carpenters Pension Trust for Southern California
- 6) Charles Porter
- 7) David C. Garrick
- 8) Deryl Lusty (Derivatively for NOR)
- 9) Donnie Sanders
- 10) Emad Najafi
- 11) Erika Goldstein
- 12) Grace J. Mitchell
- 13) Harriet Goldstein
- 14) James Dudley
- 15) James J. Ryan
- 16) Jerald Stewart (Derivatively for NOR)
- 17) JoAnne Barkell
- 18) John Gallander
- 19) John LaGalante
- 20) John M. Bown, III
- 21) Joseph Martelli
- 22) Kim Moran
- 23) Lawrence A. Lombardo
- 24) Leonard S. Mewhinney, Jr.
- 25) Margaret A. McGreevey
- 26) Nicholas A. Fredericka
- 27) NorthWestern Corporation
- 28) NorthWestern Corporation (third party only)
- 29) NorthWestern Energy LLC
- 30) NorthWestern Energy LLC (third party only)
- 31) Oppenheim Investment Management, LLC
- 32) Otto Altschuler
- 33) Patrick Burton
- 34) Randy L. Mapes
- 35) Richard C. Slump
- 36) Rosalie Burton

Defendents

- 1) A.G. Edwards Investment Management Consulting Services, Inc.
- 2) Alan F. Cain
- 3) BBI Power Corp.
- 4) Bruce I. Smith
- 5) Carl Lehrkind, III
- 6) CES Acquisition Corp.
- 7) Charles J. Kittrell
- 8) Coast Gas, Inc.
- 9) CornerStone Propane GP, Inc.
- 10) CornerStone Propane Partners, L.P.
- 11) Credit Suisse First Boston Corporation
- 12) Crowley, Haughey, Hanson, Toole & Dietrich, PLLP
- 13) Daniel K. Newell
- 14) David A. Monaghan
- 15) Deborah D. McWhinney
- 16) Ellen M. Senechal
- 17) Eric R. Jacobsen
- 18) Gary G. Drook
- 19) Goldman Sachs & Co.
- 20) Goldman Sachs Group Inc.
- 21) J. P. (Jerrold) Pederson
- 22) Jerry W. Johnson
- 23) John and Jane Does 1 -15 (third party only)
- 24) John C. Charters
- 25) John D. Haffey
- 26) John Does 1 -15
- 27) John Does 3-5
- 28) John G. Connors
- 29) John R. Jester
- 30) Kay Foster
- 31) Keith G. Baxter
- 32) Kipp D. Orme
- 33) Kurt D. Whitesel
- 34) Larry F. Ness
- 35) M. J. Meldahl
- 36) Marilyn R. Seymann

37) Ross Buckingham

38) Samuel Christen, M.D.

Plaintiffs contd...

39) Sanford & Beatrice Golman Family Trust

40) Steven Szafara

41) Thomas G. Taylor

42) Torlief Pederson

43) Warren Bellcour

Counsel

1) Alfred G. Yates, Jr.

2) Andrew D. Huppert

3) Brian J. Robbins

4) Charles J. Piven

5) Christopher T. Reyna

6) Curtis V. Trinko

7) Cynthia K. Smith

8) Dale L. McGarvey

9) Darren J. Robbins

10) David Lavine

11) David M. Duree

12) David R. Scott

13) Deborah R. Gross

14) Dennis J. Herman

15) Don C. St. Peter

16) Douglas A. Buxbaum

17) Frank B. Morrison, Jr.

18) Frederick W. Gerkens, III

19) Guri Ademi

20) James Caputo

21) James G. Stranch, III

22) Jeffrey M. Haber

23) Jeffrey M. Norton

24) Jeffrey P. Fink

25) John G. Emerson, Jr.

26) Joseph H. Weiss

27) Joseph R. Seidman, Jr.

28) Jules Brody

29) Kimberly A. Beatty

30) Kip B. Shuman

31) Leigh R. Lasky

37) Merle D. Lewis

38) Merrill Lynch Pierce Fenner & Smith, Inc.

Defendants contd...

39) Michael E. Zimmerman

40) Milbank Tweed Hadley & McCloy LLP

41) Montana Power Co.

42) Montana Power LLC

43) Morgan Stanley & Co., Inc.

44) Noble E. Vosburg

45) Northern Trust Corporation

46) NorthWestern Capital Financing I

47) NorthWestern Capital Financing II

48) NorthWestern Capital Financing III
(NorthWestern Capital III)

49) NorthWestern Energy

50) Pamela K. Merrell

51) PanCanadian Petroleum Limited

52) PPL Montana LLC

53) Prudential Securities, Inc.

54) R. D. Corette

55) R. P. (Robert) Gannon

56) R. W. Cope

57) Randy G. Darcy

58) Richard G. Nye

59) Richard R. Hylland

60) Ronald J. Goedde

61) Salomon Smith Barney, Inc.

62) Touch America Holdings, Inc. (and
third party)

63) Tucker Hart Adams

64) UBS Warburg LLC

65) Westmoreland Coal Co.

66) Westmoreland Mining LLC

67) William L. Woods

68) Wilmington Trust Company

Firms

1) Ademi & O'Reilly, LLP

2) Andrew D. Huppert P.C.

3) Beers Law Offices

4) Bernstein Liebhard & Lifshitz, LLP

5) Branstetter, Kilgore, Stranch &
Jennings

6) Browning, Kaleczyc, Berry & Hoven,
P.C.

32) Lori G. Feldman

33) Michael A. Swick

34) Milton Datsopoulos

35) Norman Rifkind

36) Patrick J. Coughlin

Counsel contd...

37) Paul Geller

38) Paul J. Scarlato

39) Reed R. Kathrein

40) Richard E. Huffman

41) Robert I. Harwood

42) Roger M. Sullivan

43) Samuel H. Rudman

44) Stanley T. Kaleczyc

45) Steve W. Berman

46) Steven G. Schulman

47) Susan R. Gross

48) Tamara J. Driscoll

49) Thomas J. Beers

50) Thomas K. Wilka

51) Timothy J. Dougherty

52) Wade J. Dahood

53) William S. Lerach

54) Willow E. Radcliffe

7) Buxbaum Dix & Daue

8) Cauley, Geller, Bowman & Coates, LLP

9) Datsopoulos, MacDonald & Lind, P.C.

10) David M. Duree & Associates, PC

11)

Firms contd...

12) DeMersseman, Jensen, Christianson, Stanton & Huffman, LLP

13) Dougherty & Dougherty, LLP

14) Dyer & Shuman, LLP

15) Hagans Berman

16) Hagen, Wilka & Archer, P.C.

17) Knight, Dahood, McLean & Everett

18) Lasky & Rifkind, Ltd.

19) Law Offices of Alfred G. Yates, Jr.

20) Law Offices of Bernard M. Gross, PC

21) Law Offices of Charles J. Piven

22) Law Offices of Curtis V. Trinko, LLP

23) McGarvey, Heberling, Sullivan & McGarvey, PC

24) Milberg Weiss Bershad Hynes & Lerach LLP

25) Morrison Law Offices, P.C.

26) Robbins Umeda & Fink, LLP

27) Scott & Scott, LLC

28) Smith Law Offices

29) Spector, Roseman & Kodroff, P.C.

30) St. Peter & Warren, P.C.

31) Stull, Stull & Brody

32) The Emerson Law Firm

33) Wechsler, Harwood, Halebian & Feffer LLP

34) Weinstein Kitchenoff Scarlato Karon & Goldman Ltd.

35) Weiss & Yourman

EXHIBIT A(vii)

Secured Lenders and Lienholders

1. Credit Suisse First Boston
2. Angelo Gordon & Co LP
3. Oaktree Capital Management, LLC
4. Travelers Investment Management Company (TIMCO)
5. United American Insurance Company
6. Fort Washington Investment Advisors, Inc.
7. Allianz of America, Inc.
8. Sun Life Assurance Company of Canada
9. SAFECO Asset Management, Inc.
10. Fort Washington Investment Advisors, Inc.
11. Nationwide Insurance Companies
12. Allstate Investment Management Company
13. Hedge funds custodied at Bear Stearns #
14. Travelers Investment Management Company (TIMCO)
15. American Express Asset Management (US)
16. John Hancock Advisers, Inc.
17. Fort Washington Investment Advisors, Inc.
18. Deerfield Capital

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EXHIBIT A(viii)

Significant Professional

1. Alvarez & Marsal
2. Barnes, Thornberg
3. Beiging, Shapiro
4. Boyce, Murphy, McDowell & Greenfield
5. Bracewell & Patterson LLP
6. Brown Law Firm, PC
7. Browning, Kaleczyc, Berry & Hoven, P.C.
8. Brownstein, Hyatt
9. Buckingham, Doolittle & Burroughs, LLP
10. Christensen O'Connor Johnson Kindness PLLC
11. Cooley, Godward
12. Corette Pohlman & Kebe
13. Cozzens, Warren & Harris, PLLP
14. Crowley, Haughey, Hanson, Toole &
Dietrich, PLLP
15. Davenport, Evans, Hurwit & Smith
16. Davis Wright Tremaine LLP
17. Ford & Harrison
18. G. Steven Brown
19. Garlington, Lohn & Robinson PLLP

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20. Gough, Shanahan, Johnson & Waterman
21. Graves Law Office, P.C
22. Gray Cary Ware & Freidenrich LLP
23. Greenberg & Traurig
24. Gust Rosenfeld P.L.C.
25. Henningsen, Vucurovich & Richardson, PC
26. Holland & Hart LLP
27. Howrey, Simon, Arnold & White
28. Hughes, Kellner, Sullivan & Alke
29. Ice, Miller
30. Jackson Lewis Schnitzler & Krupman
31. Jaeckle (Indiana)
32. Leonard, Street & Deinard
33. McCarthy, Sweeney & Harkaway PC
34. McCutchen, Doyle, Brown & Enersen, LLP
35. McKinney, Stringer
36. Nymann & Kohl
37. Pearce & Durick
38. Pillsbury Madison & Sutro LLP
39. Preston Gates Ellis LLP
40. Reed, Tarrant
41. Reinhart, Boerner

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42. Richards, Layton & Finger
43. Robert L. Ayres
44. Schiff Hardin & Waite
45. Seward & Kissel LLP
46. Sidley, Austin
47. Skadden, Arps, Slate, Meagher & Flom LLP
48. Squire Sanders & Dempsey L.L.P.
49. St. Onge Steward Johnston & Reens LLC
50. Stacey, Walen & Funyak
51. Stinson, Mag & Fizzell
52. Swisher & Cohrt, P.L.C.
53. Thelen Reid & Priest LLP
54. Updike, Kelly
55. Wickliff & Hall
56. Woods, Fuller, Schultz & Smith P.C.
57. Deloitte & Touche
58. Gibson Dunn & Crutcher
59. PricewaterhouseCoopers International Limited
60. Deloitte & Touche
61. KPMG International
62. Gavin Anderson
63. J. Alix Partners

- 64. Hewitt
- 65. Jones Day Reavis & Pogue
- 66. Russell Reynolds
- 67. Marsh Inc.

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EXHIBIT A(ix)

Investment Bankers During Last 3 Years

1. Bear Stearns
2. Lazard Freres
3. Credit Suisse First Boston Company
4. Merrill Lynch Pierce Fenner & Smith, Inc.
5. JP Morgan Chase

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EXHIBIT A(x)

Parties to Significant Contracts & Leases²

1. Avista Corporation;
2. Bonneville Power Administration
3. Colorado Interstate Gas
4. Colstrip Unit 4 Lease Management Division of NorthWestern Energy
5. Duke Energy
6. Duke Energy Trading & Marketing
7. East River Electric Cooperative, Inc.
8. Encana
9. Havre Pipeline
10. Idaho Power Company, a division of Idaho Power Company, a division of Idacorp, Inc.
11. Montana-Dakota Utilities Co., a division of MDU Resources Group, Inc.
12. NOVA Gas Transmission Ltd.
13. Otter Tail Power Company, a division of Otter Tail Corporation
14. PacifiCorp
15. PPL Montana
16. Puget Sound Energy
17. West Central Electric Cooperative
18. Western Area Power Administration

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19. Williston Basin Interstate Pipeline
20. Xcel Energy Inc.

(...continued)

² [Need info re: critical vendors with regards to executory contracts]

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EXHIBIT A(xi)

Insurers

1. AEGIS (Associated Electric and Gas Insurance Services Ltd.)
2. AON Risk Services of Minnesota and Financial Service Inc.
3. Centennial Insurance Company
4. Continental Casualty Company
5. Federal Insurance Company
6. Greenwich Insurance Company
7. Lloyd's of London
8. Lumbermen's Mutual Casualty Company
9. The South Dakota Life and Health Insurance Guaranty Association
10. Underwriters Insurance Company
11. United States Fidelity and Guaranty Company

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EXHIBIT A(xii)

Indenture Trustees

1. JPMorgan Chase Bank
2. Marya Beth Lewicki, an individual
3. The Bank of New York
4. U.S. Bank National Association
5. The First National Bank of Chicago
6. Wilmington Trust Company
7. Citibank, N.A.

EXHIBIT A(xiii)

Other Significant Relationships

1. Avaya, Inc.
2. Congress Financial
3. Lucent Technologies' Enterprise Network Group
4. TouchAmerica Holdings, Inc.
5. U.S. Bank N.A.

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EXHIBIT B

Northwestern Corporation Disclosures		
Name of Entity Searched	Name of Entity and/or Affiliate of Entity that is a Paul Hastings Client	Status of Client Representation
Section A: Debtors' non-debtor affiliates		
None.		
Section B Shareholders/Equity Holders		
Putnam Investment Management	Marsh & McLennan Companies	Active General Representation ³
Goldman Sachs In-House	Goldman Sachs Group	Active General Representation
BZW Securities Ltd.	Barclays plc UK	Active General Representation
Barclays Global Investors, N.A.	Barclays plc UK	Active General Representation
The Vanguard Group	The Vanguard Group	Inactive Client
Boulder Investment Advisers	Boulder Total Return Fund	Active General Representation
Pequot Capital Management, Inc.	Pequot Capital Management, Inc.	Inactive Client
State Street Global Advisors	State Street Corp	Active General Representation
Dimensional Fund Advisors, Inc.	Dimensional Fund Advisors, Inc.	Inactive Client
Teacher Retirement System of Texas	Teacher Retirement System of Texas	Inactive Client
Morgan Stanley Investment Management	Morgan Stanley	Active General Representation
6.95% notes due 11/15/28		
Travelers Investment Management Co. (TIMCO)	Travelers Property Casualty Corp.	Inactive Client
Oaktree Capital Management LLC	Oaktree Capital Management LLC	Active General Representation
John Hancock Advisers Inc.	John Hancock Financial Services	Inactive Client
MW Post Advisory Group LLC	MW Post Advisory Group LLC	Inactive Client
	Metropolitan West Financial Inc.	Active General Representation

³ Active General Representation means corporate or real estate transactional, litigation, tax or employment work unrelated to the Debtor and its affiliates.

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Northwestern Corporation Disclosures		
Name of Entity Searched	Name of Entity and/or Affiliate of Entity that is a Paul Hastings client	Status of Client Representation
Goldman Sachs Asset Management (UK)	Goldman Sachs Group Inc.	Active General Representation
Farmer's Mutual Insurance Co. of Noble County	Zurich Versicherings	Inactive Client
7.785% Notes Due 3/15/07		
Allianz of America Inc.	Allianz of America Inc.	Inactive Client
	Allianz Aktiengesellschaft	Inactive Client
Sun Life Assurance Company of Canada	Sun Life Assurance Company of Canada	Inactive Client
SAFECO Asset Management Inc.	SAFECO Corp	Inactive Client
Nationwide Insurance Companies	Nationwide Mutual Insurance Co	Inactive Client
American Express Asset Management	American Express Co.	Inactive Client
Oaktree Capital Management LLC	Oaktree Capital Management LLC	Active General Representation
Travelers Investment Management Co (TIMCO)	Travelers Property Casualty Corp.	Inactive Client
UBS Global Asset Management	UBS AG	Active General Representation
Nomura International PLC	Nomura Holding	Active General Representation
John Hancock Advisers Inc.	John Hancock Financial Services	Inactive Client
Merrill Lynch Global Securities	Merrill Lynch & Co	Active General Representation
MW Post Advisory Group LLC	MW Post Advisory Group LLC	Inactive Client
	Metropolitan West Financial Inc.	Active General Representation
CIGNA Retirement & Investment Management Co.	Cigna Corp	Inactive Client
Atlantic Asset Management	Mizuho Holdings	Active General Representation
Summit Investment Partners	Summit Asset Management LLC	Inactive Client
T Rowe Price Associates Inc.	T Rowe Price Associates Inc.	Inactive Client
GMS Group LLC	GMS Group LLC	Inactive Client
Lazard Asset Management LLC	Lazard Feres & Co.	Inactive Client
Wellington Management Co.	Wellington Management Co.	Inactive Client
Societe Generale USA	Societe Generale USA	Active General Representation
Pepsi Bottling Company of Selma	PepsiCo	Inactive Client
8.75% Notes Due 3/15/12		
Hedge Funds custodied at Bear Stearns	Bear Stearns	Active General Representation

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Northwestern Corporation Disclosures		
Name of Entity Searched	Name of Entity and/or Affiliate of Entity that is a Paul Hastings client	Status of Client Representation
Travelers Investment Management Co. (TIMCO)	Travelers Property Casualty Corp	Inactive Client
Oaktree Capital Management LLC	Oaktree Capital Management LLC	Active General Representation
American Express Asset Management	American Express Co	Inactive Client
John Hancock Advisers Inc.	John Hancock Financial Services	Inactive Client
Putnam Investments LLC	Putnam Investments LLC	Inactive Client
	Marsh & McLennan	Inactive Client
Provident Investment Management LLC	UnumProvident	Active General Representation
Ohio National Life Insurance Co	Ohio National Life Insurance Co	Inactive Client
Pacific Investment Management Company (PIMCO)	Pacific Investment Management Company (PIMCO)	Inactive Client
	Allianz Aktiengesellschaft	Inactive Client
T Rowe Price Associates Inc.	T Rowe Price Associates Inc.	Inactive Client
Merrill Lynch Investment Managers	Merrill Lynch & Co	Active General Representation
Hartford Investment Management Co	Hartford Financial Services Group	Inactive Client
MW Post Advisory Group LLC	MW Post Advisory Group LLC	Active General Representation
	Metropolitan West Financial Inc.	Inactive Client
Credit Suisse First Boston	Credit Suisse Group	Active General Representation
BlackRock Inc.	PNC Financial Services Group	Inactive Client
Goldman Sachs Asset Management (US)	Goldman Sachs Group Inc.	Active General Representation
Lockheed Martin Investment Management Co	Lockheed Martin Investment Management Co	Inactive Client
Mizuho International PLC	Mizuho Holdings	Active General Representation
UBS Global Asset Management	UBS AG	Active General Representation
Gartmore Global Partners	Nationwide Mutual Insurance	Inactive Client
Angelo Gordon & Co	Angelo Gordon & Co	Inactive Client
Wellington Management Company LLP	Wellington Management Company LLP	Inactive Client
MBIA Capital Management	MBIA Capital Management	Inactive Client
	MBIA Inc..	Inactive Client
Sun Life Assurance of Canada	Sun Life Assurance of Canada	Inactive Client
CIGNA Retirement & Investment Management	Cigna Corp	Inactive Client
Lazard Asset Management	Lazard Feres & Co.	Inactive Client
Bank of Hawaii Investment Services	Bank of Hawaii Corp.	Inactive Client

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Northwestern Corporation Disclosures		
Name of Entity Searched	Name of Entity and/or Affiliate of Entity that is a Paul Hastings client	Status of Client Representation
8.45% Preferred Security Due 12/31/36		
Mellon HBV Alternative Strategies LLC	Mellon Financial Corp.	Inactive Client
Spear Leeds & Kellog	Goldman Sachs	Active General Representation
MW Post Advisory Group LLC	MW Post Advisory Group LLC	Inactive Client
	Metropolitan West Financial Inc.	Active General Representation
JP Morgan Securities - Asian	JP Morgan Securities -Asian	Inactive Client
	JP Morgan Chase & Co	Active General Representation
8.125% Preferred Security Due 9/30/25		
USBancorp Piper Jaffray Ventures	US Bancorp	Active General Representation
7.20% Preferred Security Due 12/31/38		
Paloma Partners Management	Paloma Partners Management	Inactive Client
USBancorp Piper Jaffray Ventures	US Bancorp	Active General Representation
Synovus Trust Co	Synovus Trust Co	Inactive Client
Pacific Advisors Inc.	Pacific Global Investment Management Company	Inactive Client
8.25% Preferred Security Due 12/15/31		
Paloma Partners Management	Paloma Partners Management	Inactive Client
8.10% Preferred Security Due 1/15/32		
Paloma Partners Management	Paloma Partners Management	Inactive Client
MW Post Advisory Group LLC	MW Post Advisory Group LLC	Inactive Client
	Metropolitan West Financial Inc.	Inactive Client
USBancorp Piper Jaffray Ventures	US Bancorp	Active General Representation
Park National Bank	Park National Bank	Inactive Client
Section C: Current directors and officers		

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Northwestern Corporation Disclosures		
Name of Entity Searched	Name of Entity and/or Affiliate of Entity that is a Paul Hastings client	Status of Client Representation
Eric Jacobsen	Northwestern Corp.	Active General Representation
Alan Dietrich	Northwestern Corp.	Active General Representation
Section D, former directors/officers		
None.		
Section E: Unsecured Creditors		
ABN Amro	ABN Amro Bank	Inactive Client
	ABN Amro Holding NV	Inactive Client
Admirals Club	AMR Corporation	Active General Representation
AIG Life Insurance	American International Group	Inactive Client
Airborne Express	Airborne Express	Inactive Client
	Airborne Inc.	Active General Representation
American Arbitration Association Inc.	American Arbitration Association Inc.	Active General Representation
American Bank Note Company	American Bank Note Company	Inactive Client
	American Banknote Corp.	Inactive Client
American Express	American Express	Inactive Client
American Express Co.	American Express Co.	Inactive Client
Amerus Life	Amerus Life Insurance	Inactive Client
	Amerus Group	Inactive Client
AQN Consulting Inc.	Aon Corp.	Inactive Client
Aramark Uniform Services Inc.	Aramark Uniform Services Inc.	Inactive Client
Argus Leader	Gannett Co.	Inactive Client
Arthur Andersen LLP	Arthur Andersen LLP	Inactive Client
	Andersen Worldwide Societe Cooperative	Inactive Client
AT&T	AT&T Corp.	Active General Representation
AT&T Teleconference Services	AT&T Corp.	Active General Representation
AT&T Wireless	AT&T Wireless	Inactive Client
	AT&T Corp.	Active General Representation
Bankers Trust Company	Bankers Trust Company	Inactive Client
	Deutsche Bank AG	Active General Representation
Bear, Stearns & Co. Inc.	Bear, Stearns & Co. Inc.	Inactive Client

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Northwestern Corporation Disclosures		
Name of Entity Searched	Name of Entity and/or Affiliate of Entity that is a Paul Hastings client	Status of Client Representation
	Bear Stearns Companies Inc.	Active General Representation
Bearing Point, Inc.	Bearing Point, Inc.	Inactive Client
Bearingpoint	Bearingpoint	Inactive Client
Blue Ocean Software Inc.	Intuit Inc.	Inactive Client
Budget Rent -A-Car	Budget Rent -A-Car	Inactive Client
	Cendant Corporation	Active General Representation
Business Week	McGraw Hill Companies Inc.	Active General Representation
California Division Of Collections	State of California	Active General Representation
California Franchise Tax Board	State of California	Active General Representation
California Secretary Of State	State of California	Active General Representation
CalPERS	CalPERS	Inactive Client
	State of California	Active General Representation
Cambridge Energy Research Assoc	Clayton, Dubilier & Rice Inc.	Inactive Client
CCBN.com Inc.	CCBN	Inactive Client
Cendant Financial Mobility Services	Cendant Corporation	Active General Representation
Chicago Title Insurance Company	Chicago Title Insurance Company	Inactive Client
	Fidelity National Financial Inc.	Active General Representation
CIBC World Markets Corp	Canadian Imperial Bank of Commerce	Active General Representation
CITY OF PHILADELPHIA	City of Philadelphia Board of Pensions	Inactive Client
Coca Cola Bottling Co.	Coca Cola Bottling Co.	Inactive Client
	Coca Cola Company	Active General Representation
Compuware Corporation	Compuware Corporation	Inactive Client
Corporate Express	Corporate Express	Inactive Client
	Buhrmann NV	Inactive Client
Credit Suisse First Boston	Credit Suisse First Boston	Inactive Client
	Credit Suisse Group	Active General Representation
Culligan Water Conditioning	Vivendi Universal SA	Active General Representation
Dell Computer Corporation	Dell Computer Corporation	Active General Representation
Dell Marketing LP	Dell Computer Corp.	Active General Representation
Deloitte & Touche	Deloitte & Touche	Inactive Client

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Northwestern Corporation Disclosures		
Name of Entity Searched	Name of Entity and/or Affiliate of Entity that is a Paul Hastings client	Status of Client Representation
	Deloitte Touche Tohmatsu International	Inactive Client
Deloitte & Touche Consulting	Deloitte Touche Tohmatsu International	Inactive Client
Deloitte & Touche LLP	Deloitte & Touche LLP	Inactive Client
	Deloitte Touche Tohmatsu International	Inactive Client
Deloitte & Touche Tax	Deloitte Touche Tohmatsu International	Inactive Client
Deloitte & Touche Tax Technologies	Deloitte Touche Tohmatsu International	Inactive Client
Deutsche Bank Trust Co. Americas	Deutsche Bank Trust Co. Americas	Inactive Client
	Deutsche Bank AG	Active General Representation
Dewey Ballantine LLP	DEWEY BALLANTINE LLP	Inactive Client
Diner's Club	Diner's Club	Inactive Client
DirecTV	DirecTV	Inactive Client
	General Motors Corporation	Active General Representation
Dow Jones & Company	Dow Jones & Company	Inactive Client
DRIP & TMSPP Wells Fargo Bank	Wells Fargo & Company Inc.	Active General Representation
DTC	The Depository Trust Company	Inactive Client
Duff & Phelps, LLC	Duff & Phelps, LLC	Inactive Client
	Phoenix Companies Inc.	Inactive Client
Dun & Bradstreet	Dun & Bradstreet	Inactive Client
	Dun & Bradstreet Corporation	Active General Representation
E*TRADE BUSINESS SOLUTIONS	E*Trade Group Inc.	Inactive Client
Edison Electric Institute	Edison Electric Institute	Active General Representation
Eric R. Jacobsen	Northwestern Corporation	Active General Representation
Ernst & Young LLP	Ernst & Young LLP	Active General Representation
Fed Payroll Taxes Wells Fargo Bank	Wells Fargo & Company Inc.	Active General Representation
Federal Express Corp	Federal Express Corp	Inactive Client
First National Bank	First National Bank	Inactive Client
Florida Department of State	State of Florida	Active General Representation
Forbes Magazine	Forbes Magazine	Inactive Client
Ford Motor Credit Company	Ford Motor Credit Company	Inactive Client
	Ford Motor Company	Active General Representation

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Northwestern Corporation Disclosures		
Name of Entity Searched	Name of Entity and/or Affiliate of Entity that is a Paul Hastings client	Status of Client Representation
Fortune	AOL Time Warner Inc.	Active General Representation
Gavin Anderson & Company	Omnicom Group Inc.	Active General Representation
GE Corporate Card Services	General Electric Co. Inc.	Active General Representation
Georgia Department of Revenue	State of Georgia	Active General Representation
Gibson, Dunn & Crutcher LP	Gibson, Dunn & Crutcher LP	Inactive Client
GMAC	GMAC	Inactive Client
	General Motors Corp.	Active General Representation
Greenberg-Traurig	Greenberg-Traurig	Inactive Client
Hartford Life Insurance Company	Hartford Life Insurance Company	Inactive Client
	Hartford Financial Services Group Inc.	Inactive Client
Heidrick & Struggles Inc.	Heidrick & Struggles Inc.	Inactive Client
Hertz East Ridge Rentals	Hertz Company	Inactive Client
	Ford Motor Company	Active General Representation
IBM	IBM	Active General Representation
Idea Integration	MPS Group	Active General Representation
Ingram Micro	Ingram Micro	Inactive Client
Internal Revenue Service	United States of America	Active General Representation
John Stuart	John J. Stuart	Inactive Client
Jones, Day, Reavis & Pogue	Jones, Day, Reavis & Pogue	Inactive Client
JP Morgan Chase Bank	JP Morgan Chase Bank	
	JP Morgan Chase & Co.	Active General Representation
Junior Achievement	Junior Achievement League of Southern California	Pro-Bono Representation
Kelly Services Inc.	Kelly Services Inc.	Inactive Client
KPMG LLP	KPMG LLP	Inactive Client
Krispy Kreme Donuts	Great Circle Family Foods LLC	Active General Representation
Latham & Watkins	Latham & Watkins	Inactive Client
Lazard Freres & Co. LLC	Lazard Freres & Co. LLC	Inactive Client
Lexis Nexis	Reed Elsevier	Inactive Client
Lexis Nexis Mathew Bender	Reed Elsevier	Inactive Client
Lockton Companies	Lockton Companies	Inactive Client
Manpower	Manpower	Inactive Client
Marquette Bank	Wells Fargo & Co.	Active General Representation

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Northwestern Corporation Disclosures		
Name of Entity Searched	Name of Entity and/or Affiliate of Entity that is a Paul Hastings client	Status of Client Representation
Marsh	Marsh & McLennan	Active General Representation
Marsh USA INC	Marsh USA INC	Inactive Client
	Marsh & McLennan	Active General Representation
MCI	MCI	Inactive Client
Mellon Leasing Corporation	Mellon Financial Corporation	Inactive Client
Mercedes Benz Credit Corp	DaimlerChrysler AG	Active General Representation
Mercer		Active General Representation
Merrill Communications, LLC.	Credit Suisse Group	Active General Representation
Merrill Corporation	Credit Suisse Group	Active General Representation
Merrill Lynch	Merrill Lynch	Active General Representation
Merry Maids	ServiceMaster	Inactive Client
Missouri Department of Revenue	Missouri Department of Revenue	Inactive Client
Missouri Director of Revenue	Missouri Director of Revenue	Inactive Client
Missouri Secretary of State	Missouri Secretary of State	Inactive Client
Monitor Liability Managers, Inc.	WR Berkley	Active General Representation
Monster.com	TMP Worldwide	Inactive Client
Montana Power	Northwestern Corp.	Active General Representation
Motient	Motient	Inactive Client
New York Stock Exchange Inc.	New York Stock Exchange Inc.	Inactive Client
Nordea Bank	Nordea Bank	Active General Representation
Office Max Credit Plan	OfficeMax Inc.	Inactive Client
Pennsylvania Dept of Revenue	Commonwealth of Pennsylvania	Active General Representation
Pepsi Cola Company of S Falls	PepsiCo	Inactive Client
PepsiAmericas	PepsiCo	Active General Representation
Pepsi-Cola Bottling Co.	PepsiCo	Inactive Client
Pitney Bowes	Pitney Bowes	Inactive Client
Pitney Bowes Credit Corp	Pitney Bowes Credit Corp	Inactive Client
	Pitney Bowes Inc.	Inactive Client
Pitney Bowes Inc.	Pitney Bowes Inc.	Inactive Client
Pitney Bowes Purchase Power	Pitney Bowes Inc.	Inactive Client
PR Newswire Inc.	PR Newswire Inc.	Inactive Client
	United Business Media plc	Active General Representation
Prentice Hall	Prentice Hall	Inactive Client

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